

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Presentment Date: August 6, 2002  
At 5:00 P.M.

-----X  
In re :  
:   
WORLD COM, INC., et al., :  
:   
Debtors. :  
-----X

Case No. 02 B 13533 (AJG)  
(Jointly Administered)  
(Chapter 11)

NOTICE OF PRESENTMENT OF  
ORDER APPROVING THE APPOINTMENT OF  
THE EXAMINER FOR WORLD COM, INC.

PLEASE TAKE NOTICE that, upon the annexed application of the United States Trustee for the Southern District of New York, the undersigned will present the attached proposed order to the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, for signature on August 6, 2002 at 5:00 p.m.

PLEASE TAKE FURTHER NOTICE that, objections, if any, to the proposed order must be made in writing and received in the chambers of the Honorable Arthur J. Gonzalez and by the undersigned not later than the close of business on that date. Unless objections are received by that time,

the order may be signed.

Dated: New York, New York  
August 1, 2002

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CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Mary Elizabeth Tom (MET 39009)  
Assistant United States Trustee

33 Whitehall Street, 21<sup>st</sup> Floor  
New York, New York 10004  
Tel. No. (212) 510-0500

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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Case No. 02 B 13533 (AJG)  
(Jointly Administered)  
(Chapter 11)

APPLICATION OF THE UNITED STATES TRUSTEE  
FOR ORDER APPROVING THE APPOINTMENT OF THE EXAMINER

TO THE HONORABLE ARTHUR J. GONZALEZ, BANKRUPTCY JUDGE:

The United States Trustee hereby applies to this Court, pursuant to Fed. R. Bankr. P. 2007.1, for an order approving the appointment of the Examiner and, in support thereof, states the following:

1. On July 22, 2002, the Court entered the Order Granting the Motion of the United States Trustee for the Appointment of an Examiner.
2. The United States Trustee has consulted the following parties-in-interest regarding the appointment of the Examiner:
  - Marcia L. Goldstein, Esq. of Weil, Gotshal & Manges – Counsel to the Debtors;
  - Daniel H. Golden, Esq. of Akin, Gump, Strauss, Hauer & Feld – Counsel to the ad hoc committee of WorldCom bondholders;
  - David S. Rosner, Esq. of Kasowitz, Benson, Torres & Friedman, LLP – Counsel to the ad hoc committee of MCI bondholders;
  - Alan W. Kornberg, Esq. of Paul, Weiss, Rifkind, Wharton & Garrison – Counsel to the ad hoc committee of Intermedia bondholders;
  - Robert White, Esq. of O'Melveny & Myers LLP – Counsel to the prepetition lenders; and
  - Alistaire Bambach, Esq., of the U.S. Securities and Exchange Commission.

3. After consultation with the parties-in-interest, the United States Trustee has selected Dick Thornburgh as the Examiner.
4. To the best of the United States Trustee's knowledge, Mr. Thornburgh has no connections with the Debtors, creditors, any other parties-in-interest, their respective attorneys and accountants, the United States Trustee, and persons employed in the Office of the United States Trustee, except as set forth in the attached Affidavit of Disinterestedness of Richard L. Thornburgh, dated August 1, 2002.

WHEREFORE, the United States Trustee requests that the Court enter an Order Approving the Appointment of Dick Thornburgh as the Examiner, pursuant to 11 U.S.C. § 1104(d) and authorizing the Examiner to employ professional to assist him in the performance of his duties, subject to the requirements of Title 11 U.S.C. § 327, and for such other and further relief as is just and proper.

Dated: New York, New York  
August 1, 2002

CAROLYN S. SCHWARTZ  
UNITED STATES TRUSTEE

By: /s/ Mary Elizabeth Tom  
Assistant United States Trustee  
33 Whitehall Street, 21<sup>st</sup> Floor  
New York, New York 10004  
Tel. No. (212) 510-0500

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re :  
: Case No. 02 B 13533 (AJG)  
WORLD COM, INC., et al., : (Jointly Administered)  
: (Chapter 11)  
Debtors. :  
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ORDER APPROVING THE APPOINTMENT OF  
AS THE EXAMINER

Upon the application by the United States Trustee for an order, pursuant to Fed. R. Bankr. P. 2007.1, for an order approving the appointment of Dick Thornburgh, as the Examiner, and it appearing that Mr. Thornburgh, a disinterested person as set forth in 11 U.S.C. § 101(14), has been appointed by the United States Trustee; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the appointment of Dick Thornburgh as the Examiner is approved, pursuant to 11 U.S.C. § 1104(d); and it is further

ORDERED, that Mr. Thornburgh is authorized to retain professionals and that all professionals retained by as the Examiner shall be pursuant to the standards of section 11 U.S.C. § 327(a), and that all fees of the Examiner and his professionals shall be pursuant to fee application under the standards of §§ 330 and 331.

Dated: New York, New York  
August \_\_, 2002

HONORABLE ARTHUR J. GONZALEZ  
U.S. BANKRUPTCY JUDGE

EXHIBIT A

DICK THORNBURGH  
KIRKPATRICK & LOCKHART LLP  
1800 Massachusetts Avenue  
Washington, D.C. 20036  
Telephone: (202) 778-9000  
Facsimile: (202) 778-9100

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

WORLDCOM, INC., et al.,

Debtors.

-----X

Case No. 02 B 13533 (AJG)  
(Jointly Administered)  
(Chapter 11)

**AFFIDAVIT OF DISINTERESTEDNESS BY DICK THORNBURGH  
PURSUANT TO 11 U.S.C. § 101(14)**

Dick Thornburgh, being duly sworn, deposes and states that to the best of his knowledge, information and belief:

1. I am of counsel to the law firm of Kirkpatrick & Lockart LLP ("K&L"). K&L maintains an office at 1800 Massachusetts Avenue, Washington, D.C. 20026 and offices in Pittsburgh, Pennsylvania, New York, New York, Boston Massachusetts, Harrisburg, Pennsylvania, Newark, New Jersey, Miami, Florida, Dallas, Texas, Los Angeles, California and San Francisco, California. I submit this Affidavit in support of the application of the United States Trustee seeking Court approval of my appointment as Examiner in the Chapter 11 cases (collectively, the "Case") of WorldCom, Inc. ("WorldCom") and its affiliated debtors (collectively, the "Debtors").

2. I am not an insider of the Debtors. I do not hold directly any claim, debt or equity security of the Debtors. I do not know whether any mutual fund or 401(k) plan in which I am an investor may hold debt or equity securities of the Debtors.

3. I am not and have not been an investment banker for any outstanding security of the Debtors.

4. I have not been, within three years of the date of the filing of the Debtors' respective petitions, an investment banker for a security of the Debtors, or an attorney for such an investment banker in connection with the offer, sale or issuance of a security of the Debtors.

5. I am not and was not, within two years from the date of the filing of the Debtors' petitions, a director, officer or employee of the Debtors or of an investment banker as specified in subparagraph (B) or (C) of 11 U.S.C. § 101(14).

6. I do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or an investment banker as specified in subparagraph (B) or (C) of 11 U.S.C. § 101(14), or for any other reason.

7. I am a salaried employee of K&L.

8. I expect that the substantial portion of my practice will involve my work as Examiner.

9. I do not represent WorldCom or any of its affiliates, partners, or subsidiaries and I will not undertake the representation of WorldCom or related entities during this engagement. Moreover, I will not undertake the representation of any party in connection with the WorldCom Bankruptcy Proceedings.



10. To the extent that any of K&L's relationships to the Debtors, the creditors or other parties in interest in the Case, are relevant to the determination of my status as a disinterested person, I am providing information in this Affidavit relative to those relationships and contacts. K&L, its partners, attorneys and counsel, may have represented in the past and may currently represent or in the future represent, creditors of the Debtors and parties in interest in the Case in matters unrelated to the Case.

11. K&L, its partners, attorneys and counsel are not currently representing and will not in the future represent any parties in connection with the Case. K&L will not represent any of the Debtors in any matter.

12. The connections of K&L with the parties set forth on the lists of creditors and parties in interest of the Debtors as prepared by Weil, Gotshal & Manges LLP, as counsel to the Debtors (collectively, the "Creditors List") have been reviewed and the results of that review are set forth below. I will supplement this affidavit in the future as may be necessary in the event that other connections are discovered.

13. K&L previously represented the following Debtors:

- (i) LDDS WorldCom, Inc.
- (ii) MCI Telecommunications, Inc.
- (iii) Pacific Telesis
- (iv) UUNET Technologies
- (v) Western Union

I am informed that all of these representations are relatively minor in nature and that all have been concluded. K & L does not consider any of the debtors to be current clients of the firm.

14. K&L is not a creditor of the Debtors.

15. K&L's other connections to the Debtors, its creditors and parties in interest and their respective attorneys are set forth on Exhibit A hereto.

16. In addition to the foregoing, some of K&L's approximately 650 attorneys who may have had some personal or professional relationships with attorneys, accountants, employees, officers, creditors, equity security holders or other parties in interest of the Debtors. The undersigned does not have knowledge, after reasonable inquiry, of any such relationship that is material. I will disclose any additional connections between K & L become known to me by supplemental affidavit.

17. As stated in paragraph 8 above, the substantial portion of my practice will be devoted to my work as Examiner. I will retain my position as Lead Independent Director of Elan Corporation, PLC. One of my primary tasks has been to help select a new management team. I do not expect that my service to Elan will materially affect my time available for service as Examiner. Due to my status as Director of Elan, I am a named defendant in a shareholder derivative action pending in Superior Court in the State of California. No specific allegations of wrongdoing on my part have been made. It is not expected that this lawsuit will place any significant demands on my time. Elan is also the subject of an SEC investigation. Elan is cooperating fully with that investigation. In addition to my service on the Elan Board, I will retain my affiliation with various business organizations, including the University of Pittsburgh, the Urban Institute, the National Museum of Industrial History, and the Gettysburg National Battlefield Museum

Foundation.

18. Neither K&L nor I have agreed to share any compensation or reimbursement received in connection with the Case with another person except pursuant to the partnership agreement of K&L.

19. If appointed, I will apply separately to retain K & L and other professionals to represent me in this matter.

20. I am a member in good standing of the State Bar of Pennsylvania and the District of Columbia and I have had substantial experience and practice before the Federal Courts.

21. I have agreed to serve as Examiner in the Case at my standard hourly rates of \$600 per hour and reimbursement of other customary out-of-pocket expenses, which fees are subject to periodic adjustments to reflect economic and other conditions. Any request for payment for said charges will be subject to approval of the Court.

/s/ Dick Thornburgh  
Dick Thornburgh

Sworn to and subscribed before me  
this 1 day of August 2002.

/s/Judith E. Snyder  
NOTARY PUBLIC

My Commission Expires:

August 31, 2005

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